

BERNIKOW ALAN S

Form 4

January 02, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box
 if no longer
 subject to
 Section 16.
 Form 4 or
 Form 5
 obligations
 may continue.
See Instruction
 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 BERNIKOW ALAN S

2. Issuer Name **and** Ticker or Trading
 Symbol
 FCB FINANCIAL HOLDINGS,
 INC. [FCB]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)

____ Director ____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

C/O FCB FINANCIAL HOLDINGS,
 INC., 2500 WESTON ROAD,
 SUITE 300

4. If Amendment, Date Original
 Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ Form filed by One Reporting Person
 ____ Form filed by More than One Reporting
 Person

(Street)
 WESTON, FL 33331

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock, par value \$.001 per share	01/01/2019		D		7,705	D	0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase	\$ 21	01/01/2019		D	50,000	<u>(2)</u>	01/10/2021	Class A Common Stock	50,000
Option to Purchase	\$ 20.62	01/01/2019		D	50,000	<u>(3)</u>	03/08/2022	Class A Common Stock	50,000
Option to Purchase	\$ 19.25	01/01/2019		D	10,000	<u>(4)</u>	01/17/2023	Class A Common Stock	10,000
Option to Purchase	\$ 19.75	01/01/2019		D	10,000	<u>(5)</u>	02/05/2024	Class A Common Stock	10,000
Option to Purchase	\$ 23.97	01/01/2019		D	13,000	<u>(6)</u>	02/10/2025	Class A Common Stock	13,000
Option to Purchase	\$ 23.97	01/01/2019		D	10,000	<u>(7)</u>	02/10/2025	Class A Common Stock	10,000
Option to Purchase	\$ 29.98	01/01/2019		D	10,000	<u>(8)</u>	02/23/2026	Class A Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

BERNIKOW ALAN S
C/O FCB FINANCIAL HOLDINGS, INC.
2500 WESTON ROAD, SUITE 300
WESTON, FL 33331

Signatures

/s/ Douglas Bates, as Attorney-in-Fact for Alan
Bernikow

01/02/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement") between the Issuer and Synovus Financial Corp.
- (1) ("Synovus") in exchange for 8,129 shares of common stock, par value \$1.00 per share, of Synovus having a market value of \$31.99 per share as of the close of trading on December 31, 2018, the last trading day prior to the effective time of the merger.
- (2) This option, which is fully vested and became exercisable on January 25, 2013, was converted into an option to purchase 52,750 shares of Synovus common stock for \$19.91 per share.
- (3) This option, which is fully vested and became exercisable on January 25, 2013, was converted into an option to purchase 52,570 shares of Synovus common stock for \$19.55 per share.
- (4) This option, which is fully vested and became exercisable on January 25, 2013, was converted into an option to purchase 10,550 shares of Synovus common stock for \$18.25 per share.
- (5) This option, which provided for vesting on each of March 31, 2014, June 30, 2014, September 30, 2014 and December 31, 2014 in equal installments, was converted into an option to purchase 10,550 shares of Synovus common stock for \$18.72 per share.
- (6) This option, which provided for vesting on each of March 31, 2015, June 30, 2015, September 30, 2015 and December 31, 2015 in equal installments, was converted into an option to purchase 13,715 shares of Synovus common stock for \$22.72 per share.
- (7) This option, which provided for vesting on each of April 1, 2015, July 1, 2015, October 1, 2015 and January 1, 2016 in equal installments, was converted into an option to purchase 10,550 shares of Synovus common stock for \$22.72 per share.
- (8) This option, which provided for vesting on each of April 1, 2016, July 1, 2016, October 1, 2016 and January 1, 2017 in equal installments, was converted into an option to purchase 10,550 shares of Synovus common stock for \$28.42 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.